

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In Re

CALPINE CORPORATION, et al.,

HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.

HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.

HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.

Chapter 11

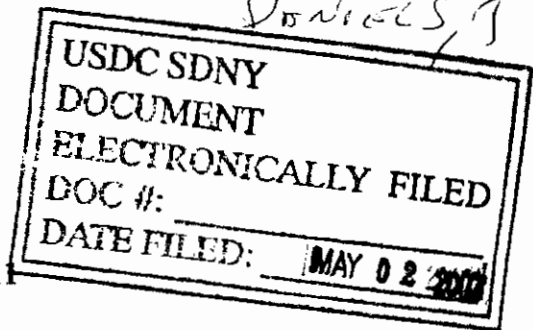
Case No. 05-60200 (BRL)

(Jointly Administered)

Case No. 1:07-cv-03088 (GBD)

Case No. 1:07-cv-03122 (GBD)

Case No. 1:07-cv-03124 (GBD)



-----X	
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT FOR THE	:
HOLDERS OF THE SECOND PRIORITY	:
SECURED TERM LOANS,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT FOR THE	:
HOLDERS OF THE SECOND PRIORITY	:
SECURED TERM LOANS,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT FOR THE	:
HOLDERS OF THE SECOND PRIORITY	:
SECURED TERM LOANS,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

Case No. 1:07-cv-03125 (GBD)

Case No. 1:07-cv-03126 (GBD)

Case No. 1:07-cv-03127 (GBD)

-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

Case No. 1:07-cv-03191 (GBD)

Case No. 1:07-cv-03192 (GBD)

Case No. 1:07-cv-03193 (GBD)

Case No. 1:07-cv-03194 (GBD)

-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE,	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

Case No. 1:07-CV-03195 (GBD)

Case No. 1:07-cv-03196 (GBD)

Case No. 1:07-cv-03197 (GBD)

-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
MANUFACTURERS AND TRADERS	:
TRUST COMPANY,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
MANUFACTURERS AND TRADERS	:
TRUST COMPANY, AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
MANUFACTURERS AND TRADERS	:
TRUST COMPANY, AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

Case No. 1:07-cv-03198 (GBD)

Case No. 1:07-cv-03199 (GBD)

Case No. 1:07-cv-03200 (GBD)

Case No. 1:07-cv-03201 (GBD)

-----X  
 THE OFFICIAL COMMITTEE OF EQUITY :  
 SECURITY HOLDER OF CALPINE :  
 CORPORATION, ET AL., :

Case No. 1:07-cv-03202 (GBD)

Appellants, :

- against - :

THE BANK OF NOVA SCOTIA, AS :  
 ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, :  
 WILMINGTON TRUST COMPANY, AS :  
 COLLATERAL AGENT, :  
 WILMINGTON TRUST COMPANY, AS :  
 ADMINISTRATIVE AGENT, :  
 HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE TRUSTEE, :  
 THE BANK OF NEW YORK, AS :  
 ADMINISTRATIVE AGENT, :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE :

Appellees. :

-----X  
 THE OFFICIAL COMMITTEE OF EQUITY :  
 SECURITY HOLDERS OF CALPINE :  
 CORPORATION, ET AL., :

Case No. 1:07-cv-03203 (GBD)

Appellants. :

- against - :

THE BANK OF NOVA SCOTIA, AS :  
 ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, :  
 WILMINGTON TRUST COMPANY, AS :  
 COLLATERAL AGENT, :  
 WILMINGTON TRUST COMPANY, AS :  
 ADMINISTRATIVE AGENT, :  
 HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE TRUSTEE, :  
 THE BANK OF NEW YORK, AS :  
 ADMINISTRATIVE AGENT, :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE :

Appellees. :



-----X	
THE OFFICIAL COMMITTEE OF EQUITY	:
SECURITY HOLDERS OF CALPINE	:
CORPORATION, ET AL.,	:
	:
Appellants.	:
	:
- against -	:
	:
THE BANK OF NOVA SCOTIA, AS	:
ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE,	:
WILMINGTON TRUST COMPANY, AS	:
COLLATERAL AGENT,	:
WILMINGTON TRUST COMPANY, AS	:
ADMINISTRATIVE AGENT,	:
HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE TRUSTEE,	:
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT,	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS INDENTURE TRUSTEE	:
	:
Appellees.	:
-----X	
CALPINE CORPORATION, <u>et al.</u> ,	:
	:
Appellant,	:
	:
- against -	:
	:
WILMINGTON TRUST FSB, <u>et al.</u> ,	:
	:
Appellee.	:
-----X	
CALPINE CORPORATION,	:
	:
Appellant,	:
	:
- against -	:
	:
HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE	:
TRUSTEE, THE BANK OF NEW YORK,	:
AS ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE, WILMINGTON	:

Case No. 1:07-cv-03204 (GBD)

Case No. 1:07-cv-03266 (GBD)

Case No. 1:07-cv-3267 (GBD)



TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

Appellee. :

-----X  
 CALPINE CORPORATION, :

Appellant, :

– against – :

HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE :  
 TRUSTEE, THE BANK OF NEW YORK, :  
 AS ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, WILMINGTON :  
 TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

Appellee. :

-----X  
 THE OFFICIAL COMMITTEE OF :  
 UNSECURED CREDITORS OF CALPINE :  
 CORPORATION, ET AL., :

Appellants. :

- against - :

HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE :  
 TRUSTEE, THE BANK OF NEW YORK, :  
 AS ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, WILMINGTON :  
 TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

Appellees. :

-----X  
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Case No. 1:07-cv-3268 (GBD)

Case No. 1:07-cv-3263 (GBD)



-----X  
THE OFFICIAL COMMITTEE OF :  
UNSECURED CREDITORS OF CALPINE :  
CORPORATION, ET AL., : Case No. 1:07-cv-3264 (GBD)  
: :  
Appellants. :  
: :  
- against - :  
: :  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
: :  
Appellees. :  
-----X

THE OFFICIAL COMMITTEE OF :  
UNSECURED CREDITORS OF CALPINE :  
CORPORATION, ET AL., : Case No. 1:07-cv-3265 (GBD)  
: :  
Appellants. :  
: :  
- against - :  
: :  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
: :  
Appellees. :  
-----X

**STIPULATION AND AGREED ORDER SETTING BRIEFING SCHEDULE AND  
PROTOCOL FOR APPEALS FROM ORDERS BY THE BANKRUPTCY COURT**

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

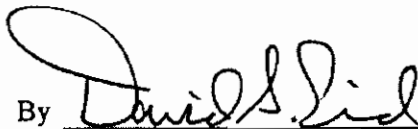
1. The parties agree that the briefing schedule for the above appeals shall be as follows:
  - a. On or before thirty days after the date of the entry of this Stipulation and Order, all Parties shall simultaneously serve and file opening briefs, each of which may be up to and including fifty pages in length. Parties may also submit an appendix which may include relevant documents from the record.
  - b. On or before sixty days after the date of the entry of this Stipulation and Order, all parties shall serve and file reply briefs, each of which may be up to and including thirty-five pages in length; provided, however, that any party whose initial brief was less than fifty pages may serve and file a reply brief of up to thirty-five pages plus the amount of any unused pages from the opening brief (i.e., the number of pages by which its opening brief was less than fifty pages). In no event shall the aggregate length of the opening and reply briefs of a party be greater than eighty-five pages in length.<sup>1</sup>
  - c. No further briefing shall be allowed.
2. With respect to briefs submitted by representatives of the First, Second, and Third Priority Debt: (a) HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority Indenture, and The Bank of New York, as Administrative Agent under the Second Priority Term Loan Agreement, shall together file a single joint opening and a single joint reply brief; (b) Wilmington Trust FSB as Indenture Trustee under the First Priority Indenture, and Wilmington Trust Company, as Administrative Agent under the First Priority Term Loan Agreement, shall together file a single joint opening brief and a single joint reply

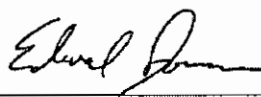
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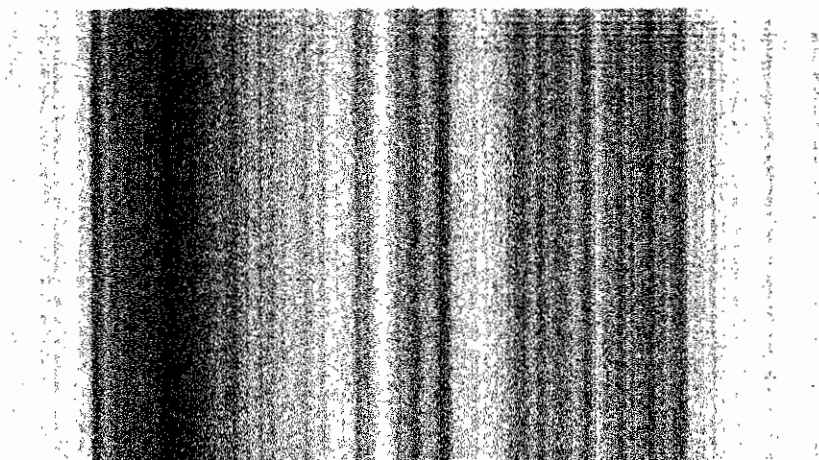
<sup>1</sup> In the event that the aggregate eighty-five page limit is not approved by this court, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, HSBC Bank USA, National Association, as Indenture Trustee, and The Bank of New York, as Administrative Agent, reserve their right to submit separate briefs on behalf of the respective indenture trustees and administrative agents, and the other parties likewise reserve all of their rights.

brief; and (c) Manufacturers & Traders Trust Company, as Indenture Trustee under the Third Priority Indenture shall file a single joint opening brief and a single joint reply brief. In addition, Wilmington Trust Company as Collateral Agent shall be entitled to file separate opening and reply briefs, and each of the Debtors, the Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders of Calpine Corporation shall each be entitled to file opening and reply briefs.

DATED: New York, N.Y.  
April 25, 2007

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Guarantee Agreement with respect  
to certain Second Priority Secured  
Institutional Term Loans*

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*Attorneys for Debtors Calpine  
Generating Company, LLC, CalGen  
Finance Corp., Calpine Corporation,  
and Each of their Debtor Subsidiaries  
and Affiliates Listed in Exhibit I*





By


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First Priority Indenture, Wilmington  
Trust Company, as Collateral  
Agent, and Wilmington Trust  
Company, as Administrative Agent  
under the Credit and Guarantee  
Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

By

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Trust Company, as Indenture Trustee  
under the Third Priority Indenture*

By

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*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

By 

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Term Loans*

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*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

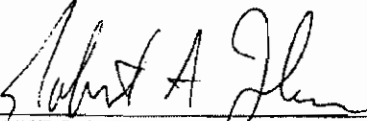
Dated: April , 2007

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Company, as Administrative Agent  
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Adrian Feldman, Esq. (AF 2478)

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Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007



By

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Trust Company, as Collateral  
Agent, and Wilmington Trust  
Company, as Administrative Agent  
under the Credit and Guarantee  
Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

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of Unsecured Creditors*

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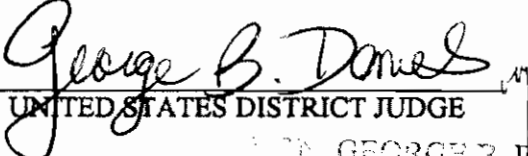
*Attorneys for Manufacturers & Traders  
Trust Company, as Indenture Trustee  
under the Third Priority Indenture*

By

  
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SO ORDERED:

  
UNITED STATES DISTRICT JUDGE

Dated: April , 2007

MAY 02 2007